

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al., ¹)	Case No. 01-01139 (KJC)
)	
Reorganized Debtors.)	(Jointly Administered)
)	
)	

Re: Various Docket Numbers

**CERTIFICATION OF COUNSEL REGARDING ORDER
APPROVING FIFTY-SECOND INTERIM AND FINAL FEE APPLICATIONS**

1. The undersigned counsel hereby submits, on behalf of the Fee Auditor, Warren H. Smith, the proposed *Order Approving Fifty-Second Interim and Final Fee Applications* (the "Order"). The Order is attached hereto as Exhibit 1.
2. The amounts set forth in the Order are the amounts that the Fee Auditor recommends the Court approve for payment. The Fee Auditor has informed Debtors' counsel that all parties have agreed to accept the Fee Auditor's recommendations.
3. The Debtors respectfully request entry of the attached proposed Order at the convenience of the Court should the Court find it acceptable.

¹ The Reorganized Debtors consist of the following 17 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., Darex Puerto Rico, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Gloucester New Communities Company, Inc., Grace Chemical Company of Cuba, Grace Energy Corporation, Grace Europe, Inc., Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace PAR Corporation, W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Kootenai Development Company, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), and Water Street Corporation.

Dated: October 13, 2014

KIRKLAND & ELLIS LLP

John Donley

Adam Paul

300 North LaSalle

Chicago, IL 60654

-and-

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

Laura Davis Jones (Bar No. 2436)

James E. O'Neill (Bar No. 4042)

919 North Market Street, 17th Floor

Wilmington, DE 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Co-Counsel for the Reorganized Debtors